

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ARNOLD WANDEL, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

HERBERT W. BOYER, Ph.D., WILLIAM
M. BURNS, ERICH HUNZIKER, Ph.D.,
JONATHAN K.C. KNOWLES, Ph.D.,
ARTHUR D. LEVINSON, Ph.D., DEBRA
L. REED, CHARLES A. SANDERS, M.D.,
GENENTECH, INC., and ROCHE
HOLDING AG,

Defendants.

CASE NO. C 08-03543 (SC)

**STIPULATION AND ~~PROPOSED~~
ORDER EXTENDING DATE FOR
CASE MANAGEMENT CONFERENCE**

DATE: November 21, 2009
TIME: 10:00 a.m.
CRTRM: 1, 17th Floor
JUDGE: Hon. Samuel Conti

[Caption Continued On Next Page]

JOHN P. McCARTHY PROFIT SHARING
PLAN, individually and on behalf of all Others
similarly situated,

Plaintiff,

v.

GENENTECH, INC., ROCHE HOLDING,
LTD. ROCHE HOLDINGS, INC., ROCHE
HOLDING AG, ARTHUR D. LEVINSON,
HERBERT W. BOYER, WILLIAM M.
BURNS, ERICH HUNZIKER, JONATHAN
K.C. KNOWLES, DEBRA L. REED, AND
CHARLES SANDERS

Defendants.

CASE NO. CV 08-3720 (SC)

ERNEST GOTTDIENER, on behalf of himself
and all others similarly situated,

Plaintiffs,

v.

ARTHUR D. LEVINSON, Ph.D., CHARLES
A. SANDERS, M.D., JONATHAN K.C.
KNOWLES, Ph.D., WILLIAM M. BURNS,
ERICH HUNZIKER, Ph.D., HERBERT W.
BOYER, Ph.D., DEBRA L. REED,
GENENTECH, INC. and ROCHE HOLDING
AG,

Defendants.

CASE NO. CV 08-3753 (SC)

WHEREAS, Plaintiff Arnold Wandel filed a Complaint on July 23, 2008 against Defendants Herbert W. Boyer, Ph.D., William M. Burns, Erich Hunziker, Ph.D., Jonathan K.C. Knowles, Ph.D., Arthur D. Levinson, Ph.D., Debra L. Reed, Charles A. Sanders, M.D., Genentech, Inc., and Roche Holding AG (“*Wandel* action”);

WHEREAS, Plaintiff John P. McCarthy Profit Sharing Plan filed a Complaint on August 4, 2008 against Defendants Genentech, Inc., Roche Holding, LTD, Roche Holdings, Inc., Roche Holding AG, Arthur D. Levinson, Herbert W. Boyer, William M. Burns, Erich Hunziker, Jonathan K.C. Knowles, Debra L. Reed, and Charles Sanders (“*McCarthy Plan* action”);

WHEREAS, Plaintiff Ernest Gottdiener filed a Complaint on August 5, 2008 against Defendant Arthur D. Levinson, Ph.D., Charles A. Sanders, M.D., Jonathan K.C. Knowles, Ph.D., William M. Burns, Erich Hunziker, Ph.D., Herbert W. Boyer, Ph.D., Debra L. Reed, Genentech, Inc., and Roche Holding AG (“*Gottdiener* action”);

WHEREAS, on August 22, 2008, the Court determined that the *Wandel* and *McCarthy Plan* actions are related actions; and on September 15, 2008, the Court determined that both of the aforementioned actions are related to the *Gottdiener* action;

WHEREAS, the Court set the initial case management conferences in these three related cases for November 21, 2008 at 10:00 a.m.;

WHEREAS, the claims in these three related actions all arise out of Roche Holdings, Inc.’s July 21, 2008 proposal to acquire Genentech, Inc. for \$89.00 per share (“Roche proposal”);

WHEREAS, Genentech, Inc. appointed a special committee to consider the Roche proposal (“Genentech Special Committee”);

WHEREAS, on August 13, 2008, the Genentech Special Committee unanimously concluded that Roche’s proposal to acquire all of the shares of Genentech not owned by Roche for \$89.00 per share substantially undervalues Genentech and, therefore, the Special Committee does not support the proposal;

WHEREAS, based on the fact that Roche has not made any other offer, the undersigned parties believe that the date for the initial case management conference should be extended;

1 WHEREAS, no defendant, by agreeing to this stipulation, waives any right to object to
2 service or the jurisdiction of this Court.

3 IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned, subject
4 to approval of the Court, as follows:

5 1 The initial case management conference set in these related actions is extended
6 from November 21, 2008 to January 16, 2009 at 10:00 a.m.;

7 2 The parties shall file a joint case management statement on January 9, 2009;

8 3 The parties shall file an ADR Certification signed by Parties and Counsel by
9 December 26, 2008;

10 4 The parties shall file either a Stipulation to ADR Process or Notice of Need for
11 ADR Phone Conference by December 26, 2008.

12 DATED: October 31, 2008

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24 Attorneys for Plaintiff Arnold Wandel

1 DATED: October 31, 2008

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similarly situated

16 DATED: October 31, 2008

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28 Attorneys for Plaintiff Ernest Gottdiener

1 DATED: October 31, 2008

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9 Attorneys for Defendants Genentech, Inc.
10 and Arthur D. Levinson

11 DATED: October 31, 2008

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18 Attorneys for Defendant Roche Holdings, Inc.

19 DATED: October 31, 2008

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26 Attorneys for Special Committee Defendants
27 Herbert W. Boyer, Ph.D., Debra L. Reed and
28 Specially Appearing Defendant Charles A.
Sanders, M.D.

ORDER

PURSUANT TO STIPULATION, IT IS ORDERED that initial case management conference set in these three related cases is now set for **January 23, 2009 at 10:00 a.m.**

IT IS FURTHER ORDERED that the parties shall file a joint case management statement on January 9, 2009.

IT IS FURTHER ORDERED that the parties shall file an ADR Certification signed by Parties and Counsel by December 26, 2008.

IT IS FURTHER ORDERED that the parties shall file either a Stipulation to ADR Process or Notice of Need for ADR Phone Conference by December 26, 2008.

DATED: 11/3, 2008

UNITED STATES DISTRICT COURT JUDGE

